

FEB 20 '98

12-00PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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OF COUNSEL  
URBAN A. LESTER

February 20, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Railroad Equipment Lease Agreement, dated January 30, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: *Leasing, Ltd.*  
DJJ ~~Transportation Services, Inc.~~  
300 Pike Street  
Cincinnati, Ohio 45202

Lessee: Wheeling & Lake Erie Railway Company  
100 East First Street  
Brewster, Ohio 44613

A description of the railroad equipment covered by the enclosed document is:

fifty (50) railcars bearing WE reporting marks and road numbers 2600 through 2649

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
FEB 20 11 56 AM '98

*Counterparts - Betty Jones*

Mr. Vernon A. Williams  
February 20, 1998  
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21224 FILED

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

FEB 20 '98

12-00PM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 30<sup>th</sup> day of January, 1998, is intended to evidence the Railroad Equipment Lease Agreement dated as of January 30, 1998 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company (the "Lessor"), and **WHEELING & LAKE ERIE RAILWAY COMPANY**, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**LESSOR:**

**LESSEE:**

**DJJ LEASING LTD.**

**WHEELING & LAKE ERIE RAILWAY**

By: 

By: 

Name: James H. Goetz

Name: LARRY R PARSONS

Title: Vice President

Title: CHAIRMAN & CEO

Date: January 30, 1998

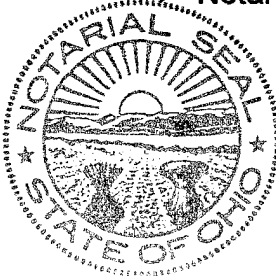
Date: FEBRUARY 11, 1998

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 1998, by James H. Goetz, the Vice President of DJJ Leasing Ltd., an Ohio limited liability company.

Shelley B. Bacon  
Notary Public



SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF Ohio            )  
                                  )  
COUNTY OF Stark        )

SS:

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of February, 1998, by LARRY R. PARSONS, the CHAIRMAN + CEO of Wheeling & LAKE ERIE RAILWAY a Delaware corporation, on behalf of the corporation.

Sheryl L. Durant  
Notary Public

Sheryl L. Durant  
Notary Public, State of Ohio  
My Commission Expires August 29, 1999

## **EXHIBIT A**

To the Memorandum of Lease dated January 30, 1998, between DJJ Leasing Ltd. and Wheeling & Lake Erie Railway.

### **DESCRIPTION OF UNITS**

Fifty (50) railcars bearing reporting marks as follows:

WE 2600-2649, INCLUSIVE